

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2008**

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning

12/01, 2008, and ending

11/30, 2009

G Check all that apply:

Initial return

Final return

Amended return

Address change

Name change

Use the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

**THE ANSCHUTZ FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

**1727 TREMONT PLACE**

City or town, state, and ZIP code

**DENVER, CO 80202**

A Employer identification number

**74-2316617**

B Telephone number (see page 10 of the instructions)

**(303) 308-8220**C If exemption application is pending, check here . . . . . ☐D 1. Foreign organizations, check here . . . . . ☐2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ☐E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,134,359,136.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3 Interest on savings and temporary cash investments	103,242.	103,242.		STMT 1
4 Dividends and interest from securities . . . . .	16,945,522.	21,851,494.		STMT 2
5a Gross rents . . . . .				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,166,605.			
b Gross sales price for all assets on line 6a <b>63,734,961.</b>				
7 Capital gain net income (from Part IV, line 2) . . . . .				
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	191,312,635.	-2,231,008.		STMT 7
12 Total. Add lines 1 through 11 . . . . .	207,194,794.	19,723,728.		
13 Compensation of officers, directors, trustees, etc. . . . .	436,689.	43,669.		393,020.
14 Other employee salaries and wages . . . . .	97,241.	9,724.		87,517.
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . . STMT 8	5,829.	583.	NONE	5,246.
b Accounting fees (attach schedule) . . . . .				
c Other professional fees (attach schedule) . . . . . STMT 9	507,161.	507,161.		
17 Interest . . . . . STMT 10	2,903.	2,903.		
18 Taxes (attach schedule) (see page 14 of the instructions) *	1,320,641.	48,795.		58,646.
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .	1,000.	100.		900.
22 Printing and publications . . . . .	480.			480.
23 Other expenses (attach schedule) STMT 12	50,600.	5,059.		45,539.
24 Total operating and administrative expenses. Add lines 16 through 23 . . . . .	2,422,544.	617,994.	NONE	591,348.
25 Contributions, gifts, grants paid STMT 13	39,311,460.			36,524,460.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	41,734,004.	617,994.	NONE	37,115,808.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	165,460,790.			
b Net Investment Income (if negative, enter -0-) . . . . .		19,105,734.		
c Adjusted net income (if negative, enter -0-) . . . . .			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. \*\*STMT 11

Form **990-PF** (2008)JSA  
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SCANNED NOV 01 2010  
Operating and Administrative Expenses

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .		417,361,392.	417,361,392.
	2 Savings and temporary cash investments . . . . .	463,389,977.		
	3 Accounts receivable ▶ 10,406,000.		10,406,000.	10,406,000.
	Less allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* 79,967,787.	STMT 14
	Less allowance for doubtful accounts ▶ . . . . .		79,967,787.	79,967,787.
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . . STMT 18.	3,650,393.	15,000.	15,000.
	10 a Investments - U.S. and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule) . STMT 19.	383,980,438.	337,604,322.	337,604,322.
	c Investments - corporate bonds (attach schedule) . STMT 25.	9,570,079.	153,273,441.	153,273,441.
	11 Investments - land, buildings, and equipment basis ▶ . . . . .			
Less accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . STMT 26.	151,618,302.	135,731,194.	135,731,194.	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,012,209,189.	1,134,359,136.	1,134,359,136.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .		21,728,830.	
	18 Grants payable . . . . .		5,061,000.	
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ STMT 27) . . . . .		125,221,523.	
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .		152,011,353.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	858,560,808.	858,560,808.	
	29 Retained earnings, accumulated income, endowment, or other funds . .	153,648,381.	123,786,975.	
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,012,209,189.	982,347,783.	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,012,209,189.	1,134,359,136.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,012,209,189.
2 Enter amount from Part I, line 27a . . . . .	2	165,460,790.
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	1,177,669,979.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 28 . . . . .	5	195,322,196.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	982,347,783.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE PART IV SCHEDULE</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(j) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b> . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>-14,674,131.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }			<b>3</b>		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	13,597,404.	811,468,241.	0.016757
2006	57,921,400.	1,078,577,844.	0.053702
2005	23,267,039.	573,119,375.	0.040597
2004	23,591,573.	496,148,207.	0.047549
2003	18,969,674.	439,911,077.	0.043122
<b>2 Total of line 1, column (d)</b> . . . . .			<b>2</b> 0.201727
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b> . . . . .			<b>3</b> 0.040345
<b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b> . . . . .			<b>4</b> 881,723,052.
<b>5 Multiply line 4 by line 3</b> . . . . .			<b>5</b> 35,573,117.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b> . . . . .			<b>6</b> 191,057.
<b>7 Add lines 5 and 6</b> . . . . .			<b>7</b> 35,764,174.
<b>8 Enter qualifying distributions from Part XII, line 4</b> . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			<b>8</b> 37,115,808.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .			
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) . . . . .			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	191,057.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) . . . . .			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		2	
3 Add lines 1 and 2 . . . . .		3	191,057.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	191,057.
6 Credits/Payments.			
a 2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . .	6a	550,000.	
b Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	550,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	358,943.	
11 Enter the amount of line 10 to be credited to 2009 estimated tax <input checked="" type="checkbox"/> 358,943. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		X
c Did the foundation file Form 1120-POL for this year? . . . . .	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV. . . . .	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> CO, _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>THE ANSCHUTZ CORPORATION</b> Telephone no <b>303-298-1000</b>			
Located at <b>555 17TH ST, SUITE 2400 DENVER, CO</b> ZIP + 4 <b>80202</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <b>N/A</b> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> <b>1b</b>		X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? <input type="checkbox"/> <b>1c</b>		X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>_____</b>		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/> <b>2b</b>	N/A	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>_____</b>		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008) <input type="checkbox"/> <b>3b</b>		X
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <b>4a</b>		X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? <input type="checkbox"/> <b>4b</b>		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ **X**

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ **X**

If you answered "Yes" to 6b, also file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ **N/A**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 29		436,689.	NONE	NONE

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 31		97,241.	NONE	NONE

**Total number of other employees paid over \$50,000** ☐ **NONE**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities . . . . .	1a	552,573,720.
b	Average of monthly cash balances . . . . .	1b	339,392,368.
c	Fair market value of all other assets (see page 24 of the instructions) . . . . .	1c	3,184,219.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	895,150,307.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	NONE
3	Subtract line 2 from line 1d . . . . .	3	895,150,307.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	4	13,427,255.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	881,723,052.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	44,086,153.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6 . . . . .	1	44,086,153.
2a	Tax on investment income for 2008 from Part VI, line 5 . . . . .	2a	191,057.
b	Income tax for 2008. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	191,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	43,895,096.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	
5	Add lines 3 and 4 . . . . .	5	43,895,096.
6	Deduction from distributable amount (see page 25 of the instructions) . . . . .	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	43,895,096.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	1a	37,115,808.
b	Program-related investments - total from Part IX-B . . . . .	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) . . . . .	3a	NONE
b	Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	37,115,808.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	5	191,057.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	36,924,751.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				43,895,096.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only . . . . .			35,613,601.	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003 . . . . .				
<b>b</b> From 2004 . . . . .	NONE			
<b>c</b> From 2005 . . . . .				
<b>d</b> From 2006 . . . . .				
<b>e</b> From 2007 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 37,115,808.				
<b>a</b> Applied to 2007, but not more than line 2a . . .			35,613,601.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . .				
<b>d</b> Applied to 2008 distributable amount . . . . .				1,502,207.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2008 . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009 . . . . .				42,392,889.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004 . . .				
<b>b</b> Excess from 2005 . . .				
<b>c</b> Excess from 2006 . . .				
<b>d</b> Excess from 2007 . . .				
<b>e</b> Excess from 2008 . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number of the person to whom applications should be addressed.

SEE STATEMENT 32

**b** The form in which applications should be submitted and information and materials they should include.

SEE ATTACHED SCHEDULE

**c** Any submission deadlines:

SEE ATTACHED SCHEDULE

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

SEE ATTACHED SCHEDULE

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b> <b>SEE ATTACHED SCHEDULE</b>				<b>36,524,460.</b>
<b>Total . . . . .</b>			<b>▶ 3a</b>	<b>36,524,460.</b>
<b>b Approved for future payment</b> <b>SEE ATTACHED SCHEDULE</b>				<b>2,787,000.</b>
<b>Total . . . . .</b>			<b>▶ 3b</b>	<b>2,787,000.</b>

(e)  
Related or exempt  
function income  
(See page 28 of  
the instructions )

(See worksheet in line 13 instructions on page 28 to verify calculations )

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

NOT APPLICABLE

## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**



		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash . . . . .	<b>1a(1)</b>	X
	(2) Other assets . . . . .	<b>1a(2)</b>	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>	X
	(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>	X
	(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	<b>1c</b>	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer or trustee		11/01/10 Date	Executive Director Title
	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions)
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code			EIN
	Phone no			

# FORM 990-PF - PART IV

## CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,583,200.	
1,437,627.		STOCKS HELD BY MACKAY SHIELDS PROPERTY TYPE: SECURITIES 1,316,956.				P	120,671.	
940,076.		STOCKS HELD BY NEWGATE CAPITAL PROPERTY TYPE: SECURITIES 3,701,431.				P	-2761355.	
639,517.		STOCKS HELD BY LAZARD ASSET MANAGEMENT PROPERTY TYPE: SECURITIES 1,139,243.				P	-499,726.	
90,324.		STOCKS HELD BY CITICORP TRUST SOUTH DAKO PROPERTY TYPE: SECURITIES 1,836.				P	88,488.	
4,081,492.		STOCKS HELD BY PIMCO PROPERTY TYPE: SECURITIES				P	4,081,492.	
		STOCKS HELD BY CALAMOS ADVISORS LLC PROPERTY TYPE: SECURITIES 8,209,048.				P	-8209048.	
190,215.		STOCKS HELD BY DF DENT & COMPANY INC PROPERTY TYPE: SECURITIES 3,849,896.				P	-3659681.	
1,183,077.		STOCKS HELD BY NWQ INVESTMENT MANAGEMENT PROPERTY TYPE: SECURITIES 3,980,228.				P	-2797151.	
		STOCKS HELD BY SCHAFER CULLEN PROPERTY TYPE: SECURITIES 12945392.				P	-12945392.	
		PENN CAPITAL MANAGEMENT CO INC PROPERTY TYPE: SECURITIES 3,352,612.				P	-3352612.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
125,884.		STOCKS HELD BY GRISANTI BROWN PROPERTY TYPE: SECURITIES 3,225,543.				P	-3099659.	
6.		I SHARE STOCK PROPERTY TYPE: SECURITIES 4.				P	2.	
878,983.		DODGE AND COX INTERNATIONAL PROPERTY TYPE: SECURITIES				P	878,983.	
13536501.		JP MORGAN PRIVATE BANK PROPERTY TYPE: SECURITIES 2,300,919.				P	11235582.	
16180618.		GOLDMAN SACHS PRIVATE BANK PROPERTY TYPE: SECURITIES 12744100.				P	3,436,518.	
24450641.		JPMORGAN PRIVATE BANK PROPERTY TYPE: SECURITIES 9,684,895.				P	14765746.	
		QWEST PROPERTY TYPE: SECURITIES 4,473,163.				P	-4473163.	
		ASHLAND PROPERTY TYPE: SECURITIES				P	78,956.	
		CALPINE PROPERTY TYPE: SECURITIES				P	1,476,755.	
		DHCAB1 PROPERTY TYPE: SECURITIES				P	479,718.	
		TEXAS COMP 1 PROPERTY TYPE: SECURITIES				P	-247,810.	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TEXAS COMP 2 PROPERTY TYPE: SECURITIES				P	-88,387.	
		TEXAS COMP 3 PROPERTY TYPE: SECURITIES				P	-164,895.	
		UNIVAR PROPERTY TYPE: SECURITIES				P	434,310.	
		OTHER G/L ON SALE OF DEBT INV PROPERTY TYPE: SECURITIES				P	11,375.	
		DISCOUNT ON DEBT INVESTMENT PROPERTY TYPE: SECURITIES					460,478.	
		STOCK HELD BY FIRSTMARK PROPERTY TYPE: SECURITIES				P	175,542.	
		STOCKS HELD BY TOWERBROOK INVESTORS LP PROPERTY TYPE: SECURITIES				P	-10,899.	
		STOCKS HELD BY WSW 1996 BUYOUT FUND PROPERTY TYPE: SECURITIES				P	5,774.	
		STOCKS HELD BY ARTIO PROPERTY TYPE: SECURITIES				P	-13519129.	
		STOCKS HELD BY TOWERBROOK INVESTORS II L PROPERTY TYPE: SECURITIES				P	53.	
		FROM AF CAYMAN PASS THROUGHs PROPERTY TYPE: SECURITIES				P	-158,867.	



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) .....							----- -14674131. =====	

## FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST INCOME - CASH & EQUIVALENTS	103,242.	103,242.
	-----	-----
TOTAL	103,242.	103,242.
	=====	=====

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ALLSTATE CORP	26,147.	26,147.
ANGLOGOLD ASHANTI-SPON ADR	2,170.	2,170.
APACHE CORP	14,183.	14,183.
BARRICK GOLD CORP	10,165.	10,165.
BOEING CO	24,486.	24,486.
BP PLC-SPONS ADR	51,153.	51,153.
CAMECO CORP	2,163.	2,163.
CANFOR PULP INCOME FUND	8,892.	8,892.
CHEVRON CORP	21,284.	21,284.
COSTCO WHOLESALE CORP	6,838.	6,838.
CVS CAREMARK CORP	4,805.	4,805.
CITI TRUST GRISANTI BROWN	176,724.	176,724.
CITI TRUST SD CALAMOS	85,230.	85,230.
CITI TRUST SD DF DENT	304,490.	304,490.
CITI TRUST SD FIXED INCOME	834.	834.
CITI TRUST SD NEWGATE	268,982.	268,982.
CITI TRUST SD PENN CAPITAL	37,186.	37,186.
CITI TRUST SD SCHAFFER CULLEN	806,163.	806,163.
DEVON ENERGY CORPORATION	19,812.	19,812.
DU PONT (E.I.) DE NEMOURS	25,010.	25,010.
ENERGY SELECT SECTOR SPDR	32,723.	32,723.
EXXON MOBIL CORPORATION	10,120.	10,120.
FUJIFILM HOLDINGS-UNSPON ADR	6,872.	6,872.
GOLD FIELDS LTD-SPONS ADR	5,141.	5,141.
GOLDMAN SACHS GROUP INC	6,968.	6,968.
GOLDMAN SACHS FINANCIAL SQUARE FUNDS	3,303.	3,303.
HACHIJUNI BANK LTD-UNS ADR	1,868.	1,868.
HESS CORP	11,208.	11,208.
HOME DEPOT	43,672.	43,672.
IMPALA PLATINUM-SPON ADR	3,673.	3,673.
INTEL CORP	46,557.	46,557.
ISHARES RUSSELL 2000	42,261.	42,261.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES S&P 100 INDEX FUND	137,341.	137,341.
JOHNSON & JOHNSON	35,261.	35,261.
JPMORGAN CHASE & CO	20,129.	20,129.
JPMORGAN 100% US TREASURY SECURITIES MM	69.	69.
JPMORGAN FEDERAL MM FUND ON XNMS	489,257.	489,257.
JPMORGAN PRIME MM FUND ON XNMS	938,476.	938,476.
KIMBERLY-CLARK DE MEXICO ADR	18,495.	18,495.
MAGNA INTERNATIONAL INC - CLASS A	3,745.	3,745.
MATERIALS SELECT SECTOR SPDR	34,081.	34,081.
MCDONALD'S CORP	49,722.	49,722.
MERCK & CO. INC.	39,634.	39,634.
MICROSOFT CORP	28,977.	28,977.
MS&AD INSURANCE - UNSPONS ADR	5,569.	5,569.
NEWMONT MINING CORP	4,554.	4,554.
NEXEN INC.	2,333.	2,333.
NIPPON TELEGRAPH & TELE-ADR	22,643.	22,643.
NUCOR CORP	33,845.	33,845.
OCCIDENTAL PETROLEUM CORP	42,954.	42,954.
ORACLE CORP	14,121.	14,121.
PANASONIC CORP - SPON ADR	7,787.	7,787.
PHILIP MORRIS INTERNATIONAL	58,252.	58,252.
PIMCO COMMODITY REALRETURN STRATEGY FUND	1,012,604.	1,012,604.
POTASH CORP OF SASKATCHEWAN	4,927.	4,927.
QWEST COMMUNICATIONS INTL	164,895.	164,895.
ROYAL DUTCH SHELL PLC-ADR	46,338.	46,338.
SEGA SAMMY HOLDING - SPONS ADR	6,039.	6,039.
SEKISUI HOUSE - SPONS ADR	7,738.	7,738.
SEVEN & I HOLDINGS - UNSPN ADR	11,695.	11,695.
SHISEIDO LTD - SPONSORED ADR	10,628.	10,628.
SK TELECOM CO LTD - ADR	10,962.	10,962.
SOCIETE GENERALE-SPONS ADR	17,410.	17,410.
SPDR S&P 500 EFT TRUST	194,817.	194,817.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SPDR S&P MIDCAP 400 EFT TRUST	96,901.	96,901.
SUMITOMO TRUST & BANK-SP ADR	4,639.	4,639.
SUNCOR ENERGY INC	1,375.	1,375.
TAIWAN SEMICONDUCTOR-SP ADR	20,085.	20,085.
TDK CORP-SPONSORED ADR	9,327.	9,327.
TECHNOLOGY SELECT SECT SPDR	30,272.	30,272.
TOPPAN PRINTING - UNSPONS ADR	14,345.	14,345.
UNITED PARCEL SERVICE - CL B	36,810.	36,810.
US DOLLAR	33,219.	33,219.
VERIZON COMMUNICATIONS INC	130,269.	130,269.
VODAFONE GROUP PLC-SP ADR	36,451.	36,451.
WAL-MART STORES INC	22,378.	22,378.
WOLTERS KLUWER NV-SPONS ADR	3,721.	3,721.
WESTERN ASSET MUNICIPAL MM FUND CLASS A	8.	8.
XTO ENERGY INC	12,438.	12,438.
ABBOTT LABRATORIES (ABT)	11,352.	11,352.
ADVANCED SEMICONDUCTOR E-ADR (ASX)	6,438.	6,438.
AMERICA MOVIL-ADR SERIES L (AMX)	6,672.	6,672.
BANCO MARCO SA-ADR (BMA)	15,315.	15,315.
BANK OF AMERICA CORP (BAC)	699.	699.
BECTON DICKINSON AND CO (BDX)	1,826.	1,826.
BEST BUY CO INC (BBY)	2,492.	2,492.
CATERPILAR INC (CAT)	4,872.	4,872.
CELLCOM ISRAEL LTD (CEL)	8,370.	8,370.
CENTRAIS ELEC BRAS-ADR PREF (EBR/B)	14,147.	14,147.
CENTRAIL ELEC BRAS-ADR CM (EBR)	4,542.	4,542.
DAI NIPPON PRINT -SPON ADR (DNPLY)	1,238.	1,238.
DAIWA HOUSE INDUS-UNSP ADR (DWAHY)	9,197.	9,197.
DODGE & COX INTERNATIONAL STOCK FUND ON	522,278.	522,278.
FINANCIAL SELECT SECTOR SPDR (XLF)	2,645.	2,645.
FOMENTO ECONOMICO MEX-SP ADR (FMX)	2,621.	2,621.
HON HAI PRECISION-GDR REG S(HHPD LI)	87,098.	87,098.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HONEYWELL INTERNATIONAL INC. (HON)	4,477.	4,477.
INFOSYS TECHNOLOGIES-SP ADR (INFY)	2,035.	2,035.
INTERNATIONAL PAPER CO (IP)	10,200.	10,200.
ISRAEL CHEMICALS-UNSPON ADR (ISCHY)	2,632.	2,632.
KINROSS GOLD CORP (KGC)	976.	976.
KIRIN HOLDINGS CO-SPN ADR (KNBWY)	2,962.	2,962.
KRAFT FOODS INC - CLASS A (KFT)	5,336.	5,336.
KT CORP - SP ADR (KT)	13,195.	13,195.
KUMBA IRON ORE LTD - ADR (KIROY)	12,615.	12,615.
LEGG MASON INC (LM)	1,800.	1,800.
LENDER PROCESSING SERVICES (LPS)	2,790.	2,790.
MARRIOTT INTERNATIONAL - CL A (MAR)	-4.	-4.
MASSMART HOLDINGS LTD - UNSPN	5,870.	5,870.
MORGAN STANLEY (MS)	860.	860.
MURRAY & ROBERTS - UNSP ADR	8,948.	8,948.
NEDBANK GROUP LTD - SPONS	10,550.	10,550.
NEWCREST MINING LTD - SPON	1,602.	1,602.
NEWS CORP - CL A	12,918.	12,918.
NOKIA CORP - SPON ADR	8,557.	8,557.
NOVARTIS AG - ADR (NVS)	12,692.	12,692.
OPPENHEIMER DEVELOPING MARKETS FUND ON	240,406.	240,406.
PEABODY ENERGY CORP (BTU)	1,826.	1,826.
PETRO-CANADA (PCZ)	1,326.	1,326.
PROMISE CO LTD - UNSPON ADR (PMSEY)	3,763.	3,763.
ROHM CO LTD - UNSPON ADR (ROHCY)	2,063.	2,063.
SANOFI-AVENTIS-ADR (SNY)	19,838.	19,838.
SIEMENS AG-SPONS ADR (SI)	9,220.	9,220.
SOUTHWEST AIRLINES CO (LUV)	276.	276.
STANDARD BANK GROUP - UNSP	7,302.	7,302.
STORA ENSO OYJ-SPONS ADR (SEOAY)	17,964.	17,964.
SWISSCOM AG-SPONSORED ADR	22,301.	22,301.
TECHNIP SA-ADR	9,618.	9,618.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TELECOM ITALIA SPA-SPON ADR	37,157.	37,157.
TELEKOMUNIK INDONESIA-SP ADR	21,680.	21,680.
TERRA INDUSTRIES INC	1,280.	1,280.
TNT NV - ADR	1,056.	1,056.
TOWER BROOK INVESTORS LP	99,149.	99,149.
UNITED TRACTORS - UNSPON ADR	4,996.	4,996.
UNITED UTILITIES GROUP - ADR	15,377.	15,377.
USINAS SIDERURG MINAS-SP ADR	2,075.	2,075.
VANGUARD TOTAL INTERNATIONAL STOCK INDEX	479,625.	479,625.
WACOAL HOLDINGS CORP.-SP ADR	6,993.	6,993.
WASTE MANAGEMENT INC.	-812.	-812.
ISHARES MSCI EMERGING MKT IN	131,209.	131,209.
COLGATE-PALMOLIVE CO	-7,421.	-7,421.
CORNING INC	-1,628.	-1,628.
ISHARES IBOXX H/Y CORP BOND	-26,215.	-26,215.
SPDR S&P RETAIL ETF	-3,848.	-3,848.
TNT NV-ADR	-10.	-10.
WABTEC CORP	-91.	-91.
TOTAL BANK DEBT CONVERSION INTEREST	2,750,538.	2,750,538.
TOTAL CORPORATE BOND INTEREST	5,747,907.	5,747,907.
TOTAL SOVEREIGN BOND INTEREST	-480,397.	-480,397.
TOTAL EQUITY INTEREST	326,556.	326,556.
TOTAL CREDIT DEFAULT SWAP INTEREST	-67,197.	-67,197.
OTHER	710,208.	710,208.
FIRSTMARK II, LP		2,798.
TOWERBROOK INVESTORS LP		13,395.
WSW 1996 BUYOUT FUND, LP		3,398.
ARTIO INTERNATIONAL EQUITY FUND		2,425,310.
TOWERBROOK INVESTORS II LP		73,760.
INTEREST INCOME FROM AF CAYMAN		2,387,311.
	-----	-----
TOTAL	16,945,522.	21,851,494.
	=====	=====

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BOOK OTHER INCOME	-148,854.	-148,854.
OTHER INCOME FROM PASS THROUGHs		-2,082,154.
UNREALIZED GAIN/LOSS	191,461,489.	
	-----	-----
TOTALS	191,312,635.	-2,231,008.
	=====	=====



## FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES	5,829.	583.		5,246.
	-----	-----	-----	-----
TOTALS	5,829.	583.	NONE	5,246.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT AND CONSULTING SERV	507,161.	507,161.
	-----	-----
TOTALS	507,161.	507,161.
	=====	=====

## FORM 990PF, PART I - INTEREST EXPENSE

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INTEREST EXPENSE	2,903.	2,903.
	-----	-----
TOTALS	2,903.	2,903.
	=====	=====

## FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PROPERTY TAXES	110.	11.	99.
PAYROLL TAXES	65,132.	6,513.	58,619.
FOREIGN TAXES WITHHELD	42,279.	42,279.	
FEDERAL INCOME TAX ON INVSTMT	1,213,200.		
OTHER BUSINESS TAX	-80.	-8.	-72.
	-----	-----	-----
TOTALS	1,320,641.	48,795.	58,646.
	=====	=====	=====

## FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MAINTENANCE SERVICE CONTRACTS	3,095.	309.	2,784.
BUSINESS MEALS	39.	4.	35.
OFFICE SUPPLIES	1,316.	132.	1,184.
TELEPHONE	562.	56.	506.
OTHER MISCELLANEOUS EXPENSES	35,474.	3,547.	31,927.
TEMPS / OTHER SERVICES	7,814.	781.	7,033.
COMPANY PARKING / SHUTTLE	2,300.	230.	2,070.
	-----	-----	-----
TOTALS	50,600.	5,059.	45,539.
	=====	=====	=====

## FORM 990PF, PART I - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
GRANTS PAID =====			
SEE ATTACHED SCHEDULE			36,524,460.
			-----
		TOTAL CONTRIBUTIONS PAID	36,524,460.
			=====
GRANTS ACCRUED =====			
SEE ATTACHED SCHEDULE			2,787,000.
			-----
		TOTAL APPROVED CONTRIBUTIONS ACCRUED	2,787,000.
			=====
			-----
		TOTAL CONTRIBUTIONS PAID AND ACCRUED	39,311,460.
			=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE  
=====

BORROWER: AMF BOWLING WORLDWIDE, INC.

ENDING BALANCE DUE ..... 2,187,089.  
-----ENDING FAIR MARKET VALUE ..... 2,187,089.  
-----

BORROWER: FRESENIUS SE TRANCHE BI TERM LOAN

ENDING BALANCE DUE ..... 4,456,890.  
-----ENDING FAIR MARKET VALUE ..... 4,456,890.  
-----

BORROWER: FRESENIUS SE TRANCHE B2 TERM LOAN

ENDING BALANCE DUE ..... 2,622,027.  
-----ENDING FAIR MARKET VALUE ..... 2,622,027.  
-----

BORROWER: GENTEK HOLDING, LLC TRANCHE B TERM LOAN

ENDING BALANCE DUE ..... 2,497,993.  
-----ENDING FAIR MARKET VALUE ..... 2,497,993.  
-----

BORROWER: LAUREATE EDUCATION, INC. SERIES A TERM L

ENDING BALANCE DUE ..... 12,025,956.  
-----

ENDING FAIR MARKET VALUE ..... 12,025,956.  
-----

BORROWER: LIFE TECHNOLOGIES CORP TERM B FACILITY

ENDING BALANCE DUE ..... 3,756,470.  
-----

ENDING FAIR MARKET VALUE ..... 3,756,470.  
-----

BORROWER: MICHAELS STORES, INC. B-1 TERM LOAN

ENDING BALANCE DUE ..... 1,590,690.  
-----

ENDING FAIR MARKET VALUE ..... 1,590,690.  
-----

BORROWER: MICHAELS STORES, INC B-2 TERM LOAN

ENDING BALANCE DUE ..... 2,207,394.  
-----

ENDING FAIR MARKET VALUE ..... 2,207,394.  
-----

BORROWER: NALCO COMPANY TERM LOAN

ENDING BALANCE DUE ..... 4,947,107.  
-----

ENDING FAIR MARKET VALUE ..... 4,947,107.  
-----



BORROWER: REYNOLDS GROUP HOLDINGS, INC US TERM LOA

ENDING BALANCE DUE ..... 2,043,604.  
-----

ENDING FAIR MARKET VALUE ..... 2,043,604.  
-----

BORROWER: SPRINGBOARD FINANCE LLC DOLLAR TERM LOAN

ENDING BALANCE DUE ..... 6,549,790.  
-----

ENDING FAIR MARKET VALUE ..... 6,549,790.  
-----

BORROWER: TRAVELPORT LLC TERM LOAN C

ENDING BALANCE DUE ..... 6,708,469.  
-----

ENDING FAIR MARKET VALUE ..... 6,708,469.  
-----

BORROWER: UNIVER, INC OPCO TRANCHE B TERM LOAN

ENDING BALANCE DUE ..... 7,906,183.  
-----

ENDING FAIR MARKET VALUE ..... 7,906,183.  
-----

BORROWER: WARNER CHILCOTT COMPANY DELAYED DRAW TL

ENDING BALANCE DUE ..... -2,867.  
-----

ENDING FAIR MARKET VALUE ..... -2,867.  
-----

BORROWER: WARNER CHILCOTT COMPANY LLC TERM A LOAN

ENDING BALANCE DUE ..... 1,680,623.  
-----ENDING FAIR MARKET VALUE ..... 1,680,623.  
-----

BORROWER: WARNER CHILCOTT COMPANY LLC TERM B-2 LOA

ENDING BALANCE DUE ..... 1,848,685.  
-----ENDING FAIR MARKET VALUE ..... 1,848,685.  
-----

BORROWER: WARNER CHILCOTT TERM B-1 LOAN

ENDING BALANCE DUE ..... 840,311.  
-----ENDING FAIR MARKET VALUE ..... 840,311.  
-----

BORROWER: WORLD COLOR PRESS INC. ADVANCE

ENDING BALANCE DUE ..... 9,587,541.  
-----ENDING FAIR MARKET VALUE ..... 9,587,541.  
-----

BORROWER: WM. WRIGLEY JR CO TRANCHE B TERM LOAN

ENDING BALANCE DUE ..... 6,513,832.  
-----ENDING FAIR MARKET VALUE ..... 6,513,832.  
-----TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 79,967,787.  
=====TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 79,967,787.  
=====

## FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PREPAID FEDERAL TAXES	15,000.	15,000.
	-----	-----
TOTALS	15,000.	15,000.
	=====	=====

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CALAMOS ADVISOR FUNDS	NONE	NONE
DF DENT FUNDS	NONE	NONE
GOLDEN TREE FUNDS	NONE	NONE
GRISANTI BROWN FUNDS	NONE	NONE
HORIZON ASSET MGMT FUNDS	NONE	NONE
SSB/I SHARE FUNDS	NONE	NONE
LAPIDES FUNDS	NONE	NONE
NEWGATE LLP FUNDS	NONE	NONE
NWQ INVESTMENT MGMT FUNDS	NONE	NONE
PENN CAPITAL MGMT FUNDS	NONE	NONE
PIMCO FUNDS	33,919,626.	33,919,626.
QWEST	NONE	NONE
SCHAFFER CULLEN FUNDS	NONE	NONE
SNOW CAPITAL MGMT FUNDS	NONE	NONE
SSB MUTUAL FUND ACCT	NONE	NONE
THIRD AVE MGMT FUNDS	NONE	NONE
VANGUARD FUNDS	22,095,428.	22,095,428.
DODGE & COX FUNDS	19,651,359.	19,651,359.
GSO LIQUIDITY OVERSEAS FUNDS	NONE	NONE
GSO LIQUIDITY SIDECAR FUNDS	NONE	NONE
OPPENHEIMER FUNDS	19,067,855.	19,067,855.
ABBOTT LABORATORIES	2,053,183.	2,053,183.
BARRICK GOLD CORP	802,700.	802,700.
ALLSTATE CORP	1,562,124.	1,562,124.
APACHE CORP	3,487,248.	3,487,248.
ACTIVISION BLIZZARD INC	1,361,333.	1,361,333.
AXIS CAPITAL HOLDINGS	225,599.	225,599.
BANK OF AMERICA CORP	6,819,859.	6,819,859.
BILL BARRETT CORP	2,396,773.	2,396,773.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BERKSHIRE HATHAWAY INC	2,917,110.	2,917,110.
CITIGROUP INC	430,009.	430,009.
CAMECO CORP	352,512.	352,512.
CELLCOM ISRAEL LTD	421,333.	421,333.
CELGENE CORP	5,803,452.	5,803,452.
COMVERSE TECHNOLOGY INC	593,340.	593,340.
CISCO SYSTEMS	2,084,940.	2,084,940.
CVS CAREMARK CORP	868,280.	868,280.
CHEVRON CORP	1,076,952.	1,076,952.
DELL INC	2,139,180.	2,139,180.
WALT DISNEY CO	1,162,866.	1,162,866.
DIRECT TV CLASS A	2,774,046.	2,774,046.
DEVON ENERGY CORP	2,889,315.	2,889,315.
EBAY INC	783,040.	783,040.
E*TRADE FINANCIAL CORP	1,190,640.	1,190,640.
CITI TRUST SD FIXED INCOME	207,453.	207,453.
GILEAD SCIENCES	2,389,190.	2,389,190.
GOOGLE INC CLASS A	6,674,184.	6,674,184.
GOLDMAN SACHS GROUP INC	1,610,073.	1,610,073.
HESS CORP	5,742,851.	5,742,851.
INTEL CORP	4,987,200.	4,987,200.
IVANHOE MINES LTD	227,188.	227,188.
JARDEN CORP	1,148,782.	1,148,782.
JOHNSON & JOHNSON	1,665,574.	1,665,574.
JPMORGAN CHASE & CO	2,579,993.	2,579,993.
KINROSS GOLD CORP	639,038.	639,038.
LIBERTY MEDIA CORP	1,434,804.	1,434,804.
LIBERTY MEDIA STARZ SERIES A	1,457,367.	1,457,367.
MCDONALDS CORP	2,972,054.	2,972,054.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MAGNA INTERNATIONAL INC CL A	339,047.	339,047.
MONSANTO CO	4,152,972.	4,152,972.
MICROSOFT CORP	2,832,183.	2,832,183.
NBH HOLDINGS CO INC	4,150,000.	4,150,000.
NUCOR CORP	606,463.	606,463.
NEXEN INC	487,722.	487,722.
ORBOTECH LTD	701,519.	701,519.
ORACLE CORP	2,346,177.	2,346,177.
OCCIDENTAL PETROLEUM CORP	1,023,367.	1,023,367.
PALM INC	913,167.	913,167.
PHILIP MORRIS INTERNATIONAL	2,779,602.	2,779,602.
POTASH CORP	1,444,035.	1,444,035.
RESEARCH IN MOTION	3,429,751.	3,429,751.
SUNCOR ENERGY INC	1,675,292.	1,675,292.
SOUTHWESTERN ENERGY CO	2,831,024.	2,831,024.
TRUE RELIGION APPAREL INC	428,730.	428,730.
UBS AG	292,854.	292,854.
UNITED PARCEL SERVICE	890,785.	890,785.
VERIZON COMMUNICATIONS	4,040,093.	4,040,093.
WAL-MART STORES INC	3,054,527.	3,054,527.
AEGON N.V. - NY REG SHARE	303,913.	303,913.
AKBANK TAS ADR	453,144.	453,144.
ALCATEL-LUCENT SPONSORED ADR	391,511.	391,511.
AMERICA MOVIL - ADR SERIES L	711,186.	711,186.
ADVANCED SEMICONDUCTOR E-ADR	407,539.	407,539.
ANGLOGOLD ASHANTI-SPON ADR	664,564.	664,564.
ALUMINA LTD SPONSORED ADR	273,706.	273,706.
BANCO MARCO SA ADR	644,481.	644,481.
BP PLC SPONSORED ADR	570,485.	570,485.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COMMERCIAL INTL BANK ADR	800,299.	800,299.
CEMIG SA SPONSORED ADR	819,636.	819,636.
CARREFOUR SA UNSPONSORED ADR	505,200.	505,200.
DAI NIPPON PRINT SPONSORED ADR	134,106.	134,106.
DAIWA HOUSE INDUS- UNSPONS ADR	314,285.	314,285.
CENTRAIS ELEC BRAS-SP ADR PEF	124,792.	124,792.
CENTRAIS ELEC BRAS - ADR PEF	320,801.	320,801.
EMPRESA BRASILEIRA DE AE ADR	230,746.	230,746.
FOMENTO ECONOMICO MEX-SP ADR	657,255.	657,255.
FUJIFILM HOLDINGS-UNSPON ADR	544,439.	544,439.
GOLD FIELDS LTD-SPONS ADR	520,197.	520,197.
HACHIJUNI BANK LTD-UNSPONS ADR	283,417.	283,417.
DESARROLLADORA HOMEX ADR	667,115.	667,115.
IMPALA PLATINUM SPONS ADR	222,924.	222,924.
INFOSYS TECHNOLOGIES-SPONS ADR	520,149.	520,149.
ISRAEL CHEMICALS UNSPONS ADR	624,325.	624,325.
KIMBERLY CLARK DE MEXICO ADR	473,587.	473,587.
KAO CORP SPONSORED ADR	579,639.	579,639.
KOREA ELEC POWER CORP-SP ADR	465,122.	465,122.
KOC HOLDINGS AS-UNSPONS ADR	376,117.	376,117.
KUMBA IRON ORE LTD ADR	445,095.	445,095.
KT CORP SPONS ADR	234,068.	234,068.
LUKOIL OAO - SPONS ADR	720,517.	720,517.
MOBILE TELESYSTEMS-SP ADR	599,257.	599,257.
MASSMART HLDGS LTD-UNSPONS ADR	404,569.	404,569.
MS&AD INSURANCE UNSPONS ADR	329,550.	329,550.
MURRAY & ROBERTS - UNSPONS ADR	358,716.	358,716.
NEWCREST MINING LTD-SPONS ADR	447,749.	447,749.
NEDBANK GROUP LTD-SPONS ADR	610,151.	610,151.

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
NOKIA CORP - SPONS ADR	469,311.	469,311.
NINTENDO CO LTD-UNSPONS ADR	1,584,985.	1,584,985.
NETEASE.COM INC ADR	587,137.	587,137.
NIPPON TELEGRAPH & TELE ADR	751,156.	751,156.
NOVARTIS AG ADR	882,928.	882,928.
ORIFLAME COSMETICS UNSPONS ADR	498,901.	498,901.
PANASONIC CORP - SPONS ADR	245,631.	245,631.
PHILIPPINE LONG DIST-SP ADR	730,604.	730,604.
PRETORIA PORTLAND UNSPONS ADR	320,404.	320,404.
BANK MANDIRI TBK UNSPONS ADR	653,077.	653,077.
UNITED TRACTORS UNSPONS ADR	748,524.	748,524.
ROYAL DUTCH SHELL PLC ADR	650,526.	650,526.
REXAM PLC SPONSORED ADR	119,427.	119,427.
ROHM CO LTD UNSPON ADR	195,543.	195,543.
STANDARD BANK GROUP UNSP ADR	543,363.	543,363.
SOCIETE GENERALE SPON ADR	210,425.	210,425.
SWISSCOM AG SPONSORED ADR	622,451.	622,451.
SEGA SAMMY HOLDING SPON ADR	231,773.	231,773.
SHINHAN FINANCIAL GROUP ADR	610,525.	610,525.
SIEMENS AG SPONS ADR	471,404.	471,404.
SEKISUI HOUSE SPONSORED ADR	288,325.	288,325.
SK TELECOM CO LTD ADR	689,975.	689,975.
SANLAM LTD SPONSORED ADR	474,986.	474,986.
SANOFI-AVENTIS ADR	681,572.	681,572.
SHOPRITE HOLDINGS UNSPONS ADR	437,546.	437,546.
SHISEIDO LTD SPONS ADR	601,599.	601,599.
SUMITOMO TRUST & BANK-AP ADR	228,981.	228,981.
SEVEN & I HOLDINGS UNSPONS ADR	627,456.	627,456.
TIGER BRANDS LTD-SPONS ADR	428,124.	428,124.



## FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TELECOM ITALIA SPA-SPONS ADR	607,249.	607,249.
TURKCELL ILETISIM HIZMET ADR	775,250.	775,250.
TECHNIP SA ADR	249,751.	249,751.
TELEKOMUNIK INDONESIA SP ADR	671,067.	671,067.
TOPPAN PRINTING UNSPONS ADR	356,657.	356,657.
TAIWAN SEMICONDUCTOR SP ADR	787,333.	787,333.
TDK CORP SPONSORED ADR	207,756.	207,756.
GRUPO TELEVISA SA SPONS ADR	804,657.	804,657.
USINAS SIDERURG MINAS SP ADR	852,120.	852,120.
UNITED UTILITIES GROUP ADR	336,303.	336,303.
VODAFONE GROUP PLC-SP ADR	597,859.	597,859.
WACOAL HOLDINGS CORP SP ADR	338,996.	338,996.
WOLTERS KLUWER NV SPONS ADR	521,007.	521,007.
POWERSHARES DB AGRICULTURE F	800,634.	800,634.
ISHARES MSCI TAIWAN INDEX FD	710,869.	710,869.
ISHARES RUSSELL 2000	7,563,550.	7,563,550.
SPDR S&P MIDCAP 400 EFT TRUS	15,508,581.	15,508,581.
ISHARES S&P 100 INDEX FUND	6,072,649.	6,072,649.
SPDR S&P 500 EFT TRUST	42,867,585.	42,867,585.
IPATH S&P 500 VIX S/T FU ETN	486,300.	486,300.
MATERIALS SELECT SECTOR SPDR	4,105,172.	4,105,172.
ENERGY SELECT SECTOR SPDR	3,746,938.	3,746,938.
TECHNOLOGY SELECT SECTOR SPDR	4,209,865.	4,209,865.
	-----	-----
TOTALS	337,604,322.	337,604,322.
	=====	=====

## FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ALLIANCE HEALTHCARE SVCS 8.00%	3,848,910.	3,848,910.
BILL BARRETT CORP 9.875%	7,155,474.	7,155,474.
BLACKSTONE HOLDINGS FINA 6.625	9,565,685.	9,565,685.
CLEARWIRE COMM/FINANCE 12%	982,500.	982,500.
CYTEC INDUSTRIES INC 6.00%	8,800,673.	8,800,673.
EASTON-BELL SPORTS INC. 9.75%	3,611,611.	3,611,611.
EXPEDIA INC. 7.456%	14,453,087.	14,453,087.
GENERAL NUTRITION CENTER FLT	9,291,075.	9,291,075.
GEOEYE INC 9.625%	3,878,175.	3,878,175.
HCA INC 8.500%	4,604,194.	4,604,194.
HCA INC 7.875%	5,105,525.	5,105,525.
HARLEY-DAVIDSON FUNDING 6.800%	6,499,350.	6,499,350.
HARLEY-DAVIDSON FUNDING 5.750%	5,899,082.	5,899,082.
JABIL CIRCUIT INC 7.750%	5,128,969.	5,128,969.
MASSEY ENERGY CO 6.875%	6,155,958.	6,155,958.
MOHAWK INDUSTRIES INC. 6.875%	9,158,084.	9,158,084.
NAVISTAR INT'L CORP 8.250%	6,139,406.	6,139,406.
NCO GROUP INC 11.875%	490,000.	490,000.
OAKTREE CAP MANAGEMENT 6.750%	11,698,830.	11,698,830.
QVC INC 7.500%	7,838,000.	7,838,000.
SLM CORP FLT	4,736,875.	4,736,875.
TORCHMARK CORP 9.250%	18,231,978.	18,231,978.
HELD BY SSB/MCKAY SHIELDS		
	-----	-----
TOTALS	153,273,441.	153,273,441.
	=====	=====

## FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PASS THROUGH ENTITIES		
AF CAYMAN		
LISTED OPTION - PUT/SPY@105	21,789.	21,789.
CREDIT DEFAULT SWAP	280,768.	280,768.
FIRST MARK CAPITAL PRIVATE EQU	173,354.	173,354.
GOLDEN TREE PRIVATE EQUITY	37,832,258.	37,832,258.
GSO ENERGIZER SIDECAR II PR EQ	20,672,250.	20,672,250.
GSO LIQUIDITY OVERSEAS PR EQU	31,498,982.	31,498,982.
GSO LIQUIDITY OVERSEAS SIDECAR	14,641,094.	14,641,094.
ARTIO PRIVATE EQUITY	21,894,833.	21,894,833.
OAK TREE PRIVATE EQUITY	3,750,000.	3,750,000.
TOWERBROOK INVESTORS II LP	4,009,654.	4,009,654.
TOWERBROOK INVESTORS LP	671,981.	671,981.
WSW BUYOUT FUND	284,231.	284,231.
	-----	-----
TOTALS	135,731,194.	135,731,194.
	=====	=====

## FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
INVESTMENTS IN SHORTS	125,221,523.
TOTALS	----- 125,221,523. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

PY BOOK ADJUSTMENT

195,322,196.

TOTAL

-----  
195,322,196.  
=====

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----
PHILIP F. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	CHAIRMAN/DIRECTOR 8.	20,000.
NANCY P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.	20,000.
CANNON Y. HARVEY 1727 TREMONT PLACE DENVER, CO 80202	VP/DIRECTOR - NOMINAL	NONE
CRAIG D. SLATER 1727 TREMONT PLACE DENVER, CO 80202	SEC/TREAS/DIRECTOR - NOMINAL	NONE
M. LAVOY ROBISON 1727 TREMONT PLACE DENVER, CO 80202	EXEC DIR/DIRECTOR 40.	201,689.
SARAH A. HUNT 1727 TREMONT PLACE DENVER, CO 80202	VICE PRESIDENT/DIRECTOR 20.	85,000.
CHRISTIAN P. ANSCHUTZ 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.	20,000.
ELIZABETH A. BROWN 1727 TREMONT PLACE	PRESIDENT / DIRECTOR 20.	50,000.

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----
DENVER, CO 80202		
DONALD J. HOPKINS 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR - NOMINAL	NONE
PAMELA S. KALSTROM 1727 TREMONT PLACE DENVER, CO 80202	ASSISTANT VICE PRES - NOMINAL	NONE
DARLA D. DESAUTELS 1727 TREMONT PLACE DENVER, CO 80202	ASST SECRETARY - NOMINAL	NONE
TIMOTHY T. BROWN 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.	20,000.
CHRISTOPHER W. HUNT 1727 TREMONT PLACE DENVER, CO 80202	DIRECTOR 8.	20,000.
THOMAS G. KUNDERT 1727 TREMONT PLACE DENVER, CO 80202	ASST TREASURER - NOMINAL	NONE
		-----
	GRAND TOTALS	436,689.
		=====

## 990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

NAME AND ADDRESS -----	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION -----	COMPENSATION -----
MEGAN ROSENZWEIG 555 17TH STREET, SUITE 2400 DENVER, CO 80202	ACCOUNTANT 40.	97,241.
	TOTAL COMPENSATION	----- 97,241. =====



FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS  
=====

SEE ATTACHED SCHEDULE

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2008**

Name of estate or trust

**THE ANSCHUTZ FOUNDATION**

Employer identification number

**74-2316617**

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	<b>-11,237,496.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	<b>-11,237,496.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	<b>-7,019,835.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	<b>3,583,200.</b>
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	<b>-3,436,635.</b>

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-11,237,496.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-3,436,635.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.). . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		-14,674,131.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

### Part IV Capital Loss Limitation

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller of</b> :	<b>16</b>	( 3,000.)
a	The loss on line 15, column (3) or b \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,200 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) . . . . .	<b>34</b>	

Schedule D (Form 1041) 2008

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2008

Name of estate or trust

Employer identification number

74-2316617

THE ANSCHUTZ FOUNDATION

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .	-11,237,496.
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a STOCKS HELD BY MACKAY SHIELDS</b>			1,437,627.	1,316,956.	120,671.
<b>STOCKS HELD BY NEWGATE CAPITAL</b>			940,076.	3,701,431.	-2,761,355.
<b>STOCKS HELD BY LAZARD ASSET MANAGEMENT</b>			639,517.	1,139,243.	-499,726.
<b>STOCKS HELD BY CITICORP TRUST SOUTH DAKOTA</b>			90,324.	1,836.	88,488.
<b>STOCKS HELD BY PIMCO</b>			4,081,492.		4,081,492.
<b>STOCKS HELD BY CALAMOS ADVISORS LLC</b>				8,209,048.	-8,209,048.
<b>STOCKS HELD BY DF DENT &amp; COMPANY INC</b>			190,215.	3,849,896.	-3,659,681.
<b>STOCKS HELD BY NWQ INVESTMENT MANAGEMENT COM</b>			1,183,077.	3,980,228.	-2,797,151.
<b>STOCKS HELD BY SCHAFER CULLEN</b>				12,945,392.	-12,945,392.
<b>PENN CAPITAL MANAGEMENT CO INC</b>				3,352,612.	-3,352,612.
<b>STOCKS HELD BY GRISANTI BROWN</b>			125,884.	3,225,543.	-3,099,659.
<b>I SHARE STOCK</b>			6.	4.	2.
<b>DODGE AND COX INTERNATIONAL</b>			878,983.		878,983.
<b>JP MORGAN PRIVATE BANK</b>			13,536,501.	2,300,919.	11,235,582.
<b>GOLDMAN SACHS PRIVATE BANK</b>			16,180,618.	12,744,100.	3,436,518.
<b>JPMORGAN PRIVATE BANK</b>			24,450,641.	9,684,895.	14,765,746.
<b>QWEST</b>				4,473,163.	-4,473,163.
<b>STOCK HELD BY FIRSTMARK</b>					175,542.
<b>STOCKS HELD BY TOWERBROOK INVESTORS LP</b>					-10,899.
<b>STOCKS HELD BY WSW 1996 BUYOUT FUND</b>					5,774.
<b>STOCKS HELD BY TOWERBROOK INVESTORS II LP</b>					53.

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -7,019,835.

Schedule D-1 (Form 1041) 2008

## FEDERAL FOOTNOTES

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STATEMENT IN COMPLIANCE WITH REGULATION SECTION 53.4945-5(D), PART VII-B, QUESTION 5C:

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THE ANSCHUTZ FOUNDATION MAKES PERIODIC GRANTS TO THE RANDOM ACTS OF KINDNESS FOUNDATION (FEIN: 84-1528369), THE FOUNDATION FOR A BETTER LIFE (FEIN: 84-1529209), BROWN FAMILY FOUNDATION (FEIN: 46-0732753), HUNT FAMILY FOUNDATION (FEIN: 84-1537664) AND THE CHRISTIAN P. ANSCHUTZ FOUNDATION (FEIN: 20-0212397) AND CLAIMS EXEMPTION FROM THE IRC SECTION 4945 TAX. THE ANSCHUTZ FOUNDATION MAINTAINS EXPENDITURE RESPONSIBILITY FOR THE GRANTS TO THESE FIVE FOUNDATIONS. ACCOUNTING FOR THE FOUNDATIONS IS DONE BY THE SAME ACCOUNTANTS AS THE ACCOUNTING FOR THE ANSCHUTZ FOUNDATION. ALL FUNDS EXPENDED ARE EITHER APPROVED OR REVIEWED BY THE ANSCHUTZ FOUNDATION'S EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR OF THE ANSCHUTZ FOUNDATION IS PROVIDED PERIODIC FINANCIAL STATEMENTS FOR THE FOUNDATIONS.

**Substantiation of Exercise of Expenditure Responsibility**

**The Anschutz Foundation**

TIN: 74-2316617

Tax Year Ended: 11/30/2009

**Form 990-PF, Part VII-B, Line 5**

The following information is provided in accordance with IRC Section 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge, Grantee Has Diverted a Portion of Funds from the Purpose of of the Grant (Yes/No)	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
1. Foundation For A Better Life 1727 Tremont Place Denver, CO 8020	\$2,790,000	Various	General Operating Support	\$2,790,000	No	Monthly	N/A
2. Random Acts of Kindness Foundation 1727 Tremont Place Denver, CO 8020	\$24,000 \$6,000 \$6,000	12/5/2008 8/7/2009 10/7/2009	General Operating Support	\$ 36,000	No	Monthly	N/A
3. Tim & Libby Brown Foundation 1727 Tremont Place Denver, CO 80202	\$190,000	Various	General Operating Support	\$ 190,000	No	Monthly	N/A
4. The Christian P. Anschutz Foundation 1727 Tremont Place Denver, CO 80202	\$615,000	Various	General Operating Support	\$ 615,000	No	Monthly	N/A
5. Hunt Family Foundation 1727 Tremont Place Denver, CO 80202	\$100,000 \$325,000	6/4/2009 9/17/2009	General Operating Support	\$ 425,000	No	Monthly	N/A

## THE ANSCHUTZ FOUNDATION

### Grant Application Information

The Anschutz Foundation operates as a general purpose foundation whose primary focus is media projects or programs that promote traditional family values and programs that assist the underprivileged. The Foundation will generally not make grants to the same organization for more than two consecutive years, and the Foundation does not make donations to individuals

Proposal deadlines are February 1, June 1 and September 1 each year

Applications should be sent to:

Mr. LaVoy Robison  
Executive Director  
The Anschutz Foundation  
1727 Tremont Pl.  
Denver, CO 80202  
(303) 308-8220

Realizing that the cost of preparing a grant proposal can be a major expense, the Foundation recommends that the applicant send a two or three page letter summarizing the funding grant request. The Foundation will use this cover letter as part of its screening process. The cover letter should contain the following items

- Name of organization as recognized by the Internal Revenue Service
- Address and telephone number.
- Brief history and purpose of organization.
- Copy of tax status 501(c)(3) letter from the IRS
- Estimate of costs and amount requested of the Foundation.
- Sources of other funding. a) where have you received previous funding, b) other foundations/corporations to whom you have submitted requests for funding for this project/year. Major donors
- Plans for cooperation with other institutions or organizations
- Signature and title of project director and chief administrator (President, Executive Director, or other).
- Please enclose a list of the organization's governing and advisory board members with addresses and telephone numbers
- Include any other information you feel necessary to the proper consideration of your request.
- Financial statements, audited if available

Upon review of your letter, a member of the Foundation staff may contact you for further information.

Your request will remain under consideration until you receive notification that it has been either denied or awarded



**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
A Christian Ministry in the National Parks	General Operating Support	\$10,000
Accuracy in Media, Inc	General Operating Support	5,000
Adoption Exchange, The	General Operating Support	20,000
Advocates for Recovery	Capital Campaign	10,000
Alliance Defense Fund	General Operating Support	25,000
Alliance for Choice in Education	General Operating Support	250,000
Almost Home Inc.	General Operating Support	10,000
ALS Association-Rocky Mountain Chapter, The	General Operating Support	20,500
Alzheimer's Association - Colorado Chapter	General Operating Support	25,000
America Scores Denver	General Operating Support	10,000
American Conservative Union Foundation	General Operating Support	10,000
American Enterprise Institute for Public Policy Research	General Operating Support	100,000
American Lung Association in Colorado	Project Support	5,000
American Museum of Natural History	General Operating Support	35,000
American Spectator Foundation, Inc., The	General Operating Support	15,000
Americans for Limited Government Foundation	General Operating Support	50,000
America's Family, Inc	General Operating Support	100,000
America's Future Foundation	Project Support	15,000
Arc Thrift Stores	Project Support	10,000
Arrupe Jesuit High School	General Operating Support	50,000
Art Students League of Denver	General Operating Support	10,000
Arthritis Foundation - Rocky Mountain Chapter	General Operating Support	10,000
Arvada Community Food Bank	Capital Campaign	50,000
Aspen Valley Ski & Snowboard Club	General Operating Support	10,000
Assistance League of Denver	General Operating Support	5,000
Assistant Coach	General Operating Support	5,000
Association of American Educators Foundation (AAE)	General Operating Support	50,000
Augustana Arts, Inc.	General Operating Support	25,000
AXL Academy	General Operating Support	250,000
Beacon Center	General Operating Support	10,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Bessie's Hope (Rainbow Bridge)	General Operating Support	7,500
Bicycle Colorado	General Operating Support	75,000
BikeDenver	General Operating Support	10,000
Bill of Rights Institute, The	Project Support	20,000
Bonfils Blood Center Foundation	General Operating Support	10,000
Bottomless Closet NYC	General Operating Support	1,000
Boy Scouts of America - Denver Area Council	Capital Campaign	750,000
Boys and Girls Clubs of Metro Denver	General Operating Support	105,000
Breakthrough Kent Denver	General Operating Support	20,000
Building the Wyoming We Want	General Operating Support	25,000
Butterfly Pavilion and Insect Center	Project Support	10,000
Byrne Urban Scholars (Byrne Foundation)	General Operating Support	10,000
Capital Research Center	General Operating Support	15,000
CASA of Jefferson and Gilpin Counties	General Operating Support	5,000
Cato Institute	General Operating Support	60,000
Center for African American Health, The	Project Support	5,000
Center for Cowboy Ethics and Leadership	Project Support	20,000
Center for Union Facts	General Operating Support	25,000
Center on Philanthropy at Indiana University, The	Project Support	7,500
Central City Opera House Association	General operating support	7,500
CEO Forum, Inc.	General Operating Support	50,000
Challenge Denver	General Operating Support	1,000
Chanda Plan Foundation, The	General Operating Support	7,500
Child Advocates Denver CASA	General Operating Support	50,000
Childhelp River Bridge Center	General Operating Support	25,000
Children of Peace International	General Operating Support	10,000
Children's Diabetes Foundation at Denver	General Operating Support	6,000
Children's Garden Montessori Preschool	General Operating Support	11,000
Children's Hospital Corporation (Boston)	Project Support	200,000
Children's Hospital Foundation, The	Project Support	5,010,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Children's Museum of Denver, Inc	Project Support	20,000
Children's Treehouse Foundation, The	General Operating Support	30,000
Christian Film & Television Commission, The	General Operating Support	35,000
Christian P Anschutz Foundation	General Operating Support	615,000
Church of the Ascension - Denver	Project Support	70,000
Church World Service	General Operating Support	10,000
Claremont Institute, The	General Operating Support	50,000
Clyfford Still Museum	Capital Campaign	2,700,000
Collegiate Network	General Operating Support	20,000
Colorado "I Have A Dream" Foundation	General Operating Support	50,000
Colorado Ballet	General Operating Support	5,000
Colorado Christian University	Project Support	25,000
Colorado Coalition for the Homeless	General Operating Support	50,000
Colorado Colfax Marathon Partnership Inc	General Operating Support	25,000
Colorado Council for Economic Education	General Operating Support	25,000
Colorado Emergency Preparedness Partnership	General Operating Support	200,000
Colorado Fourteeners Initiative	General Operating Support	20,000
Colorado Fusion Soccer Club	Project Support	10,000
Colorado Haiti Project	Project Support	100,000
Colorado HAWKS	General Operating Support	10,000
Colorado Historical Society	Project Support	5,000,000
Colorado Meth Project	General Operating Support	100,000
Colorado Neurological Institute	General Operating Support	5,000
Colorado Pregnancy Center	General Operating Support	5,000
Colorado Public Radio	General Operating Support	5,000
Colorado Springs Teen Court, Inc	General Operating Support	5,000
Colorado State University Foundation	General Operating Support	515,000
Colorado Symphony Association	General Operating Support	40,000
Colorado UpLift	General Operating Support	100,000
Colorado Veterinary Medical Foundation	General Operating Support	10,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Colorado Youth at Risk	General Operating Support	41,000
Colorado Youth Outdoors	General Operating Support	10,000
Columbus Foundation, The	General Operating Support	75,000
Common Good Institute, Inc , The	General Operating Support	50,000
Common Sense Media	General Operating Support	50,000
Community Foundation for the National Capital Region	General Operating Support	50,000
COMPA Ministries	General Operating Support	25,000
Corbett Medical Foundation	General Operating Support	10,000
Craig Hospital	General Operating Support	250,000
Crossroads of the Rockies	General Operating Support	20,000
Denver Art Museum	Capital Campaign	510,000
Denver Bike Sharing	General Operating Support	100,000
Denver Botanic Gardens	General Operating Support	1,000
Denver Center for the Performing Arts, The	General Operating Support	25,000
Denver Children's Home	General Operating Support	25,000
Denver Dumb Friends League	General Operating Support	6,000
Denver Foundation, The	Project Support	250,000
Denver Kids, Inc.	General Operating Support	55,000
Denver Leadership Foundation	General Operating Support	20,000
Denver Museum of Nature & Science	Project Support	51,000
Denver Options, Inc.	Project Support	150,000
Denver Police Activities League	Project Support	17,200
Denver Public Library Friends Foundation	Project Support	5,000
Denver Public Schools Foundation	General Operating Support	81,116
Denver Rescue Mission	General Operating Support	100,000
Denver Scholarship Foundation	General Operating Support	225,000
Denver School of Science and Technology, Inc	Project Support	325,000
Denver Street School, The	General Operating Support	30,000
Denver's Road Home	Project Support	100,000
Devil Pups, Inc	General Operating Support	10,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
DonorsTrust	Project Support	82,000
Doulos Ministries	General Operating Support	50,000
Dove Foundation, The	Project Support	5,000
Dress for Success Denver	General Operating Support	20,000
Dynamo Charities	General Operating Support	25,000
EarthLinks	General Operating Support	7,000
Echoes of Hope	General Operating Support	25,000
Emily Griffith Foundation Inc	General Operating Support	25,000
Escuela de Guadalupe	General Operating Support	10,000
Ethics and Public Policy Center (EPPC)	General Operating Support	50,000
Excelsior Youth Centers, Inc	Project Support	25,000
Families First	General Operating Support	25,000
Family Advocacy, Care, Education, Support	General Operating Support	20,000
Family Star	General Operating Support	30,000
Father Woody's Haven of Hope	General Operating Support	10,000
Federalist Society for Law & Public Policy Studies	General Operating Support	35,000
First Descents	General Operating Support	10,000
First Judicial District Bar Association Legal Assistance Program	General Operating Support	5,000
Focus Points Family Resource Center	General Operating Support	10,000
Food Bank of the Rockies	General Operating Support	125,000
Foundation Fighting Blindness	General Operating Support	10,000
Foundation for a Better Life	General Operating Support	2,790,000
Foundation for Fair Civil Justice	General Operating Support	50,000
Foundation for Teaching Economics	General Operating Support	5,000
Foundation Management Institute	General Operating Support	12,000
FreedomWorks Foundation	General Operating Support	10,000
Friends First, Inc.	General Operating Support	10,000
Friends for Youth	General Operating Support	10,000
Friends of Forman Christian College Inc	General Operating Support	10,000
Friends of the Aspen Animal Shelter	General Operating Support	500

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Friends of the Haven	Capital Campaign	500,000
Friends of the West Custer County Library District Inc	General Operating Support	2,000
Full Circle of Lake County Inc	General Operating Support	10,000
Fund for American Studies, The	General Operating Support	5,000
Gathering Place	General support	100,000
Girls on the Run of Denver	General Operating Support	1,000
Gore Range Natural Science School	General Operating Support	20,000
Graland Country Day School	General Operating Support	82,500
Griffith Centers for Children	General Operating Support	10,000
GuideStar	General Operating Support	1,000
Guiding Eyes For The Blind	General Operating Support	5,000
Hep C Connection	General Operating Support	5,000
Heritage Foundation, The	General Operating Support	5,000
Hillsdale College	Project Support	100,000
Hollywood Entertainment Alliance	General Operating Support	10,000
Home Depot Center Charitable Foundation	Project Support	15,000
Hope Communities Inc	Project Support	10,000
Hope House of Colorado	General Operating Support	10,000
Horatio Alger Association of Distinguished Americans, Inc	Project Support	10,000
Horizons Student Enrichment Program	General Operating Support	25,000
Hunt Family Foundation	General Operating Support	425,000
In the Arena	General Operating Support	30,000
Independence Institute	General Operating Support	75,000
Independent Institute, The	General Operating Support	10,000
Independent Women's Forum	General Operating Support	25,000
Institute for Children's Mental Disorders	Project Support	300,000
International Yacht Restoration School	General Operating Support	5,000
Inter-Neighborhood Cooperation	Project Support	2,500
Invest in Kids	General Operating Support	18,000
Jefferson Hills	General Operating Support	10,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Jewish Family Service of Colorado	Project Support	50,000
Judi's House	General Operating Support	35,000
Junior Achievement Inc.	General Operating Support	25,000
Kansas University Endowment Association	Project Support	200,000
Kempe Foundation, The	General Operating Support	55,000
Kent Denver School	General Operating Support	1,000
Kids Tek	General Operating Support	40,000
LA SCORES	General Operating Support	10,000
Landmark Legal Foundation	General Operating Support	20,000
Latter Day Saint Charities	General Operating Support	20,000
Leadership Institute, The	General Operating Support	10,000
Leadership Network	Project Support	840,000
Legal Aid Foundation of Colorado	General Operating Support	20,000
Lincoln Institute for Research and Education, The	General Operating Support	10,000
Los Angeles Galaxy Foundation	General Operating Support	20,000
Lost and Found Inc.	General Operating Support	20,000
Lutheran Family Services of Colorado	General Operating Support	125,000
Make A Wish Foundation of Colorado	General Operating Support	20,000
Manhattan Institute for Policy Research	General Operating Support	75,000
Manual High School	General Operating Support	50,000
Meals on Wheels of Boulder	General Operating Support	10,000
Media Research Center	General Operating Support	20,000
Mental Health America of Colorado	Project Support	25,000
Mercatus Center Inc.	General Operating Support	10,000
Mesa Verde Foundation	General Operating Support	5,000
Mile High Ministries	Project Support	25,000
Mile High Squash	General Operating Support	55,000
Mission America Coalition	Project Support	50,000
Monarchs Care Foundation	Project Support	5,000
Montview Boulevard Presbyterian Church	Project Support	25,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Montview Boulevard Presbyterian Church	General Operating Support	20,000
MOPS International Inc	General Operating Support	5,000
Morality in Media Inc	General Operating Support	10,000
Mountain Area Land Trust	General Operating Support	7,500
Mountain States Legal Foundation	General Operating Support	50,000
National Association of Counsel for Children	General Operating Support	20,000
National Coalition for the Protection of Children & Families	General Operating Support	15,000
National Council for Adoption	General operating support	10,000
National Dance Institute of New Mexico	General Operating Support	2,500
National Fallen Heroes Memorial	General Operating Support	2,500
National Park Foundation	Project Support	25,000
National Right to Work Legal Defense Foundation, Inc	General Operating Support	50,000
National Sports Center for the Disabled	General Operating Support	20,000
New Life in Christ Church	General Operating Support	5,000
New York Restoration Project	General Operating Support	10,000
North Metro Children's Advocacy Center	General Operating Support	15,000
Open Door Ministries	General Operating Support	25,000
Open Door Youth Gang Alternatives	General Operating Support	15,000
Opera Colorado	General Operating Support	5,000
Outward Bound	Capital Campaign	950,000
Pacific Legal Foundation	General Operating Support	20,000
Pacific Research Institute For Public Policy	General Operating Support	65,000
Parents Television Council Inc	General Operating Support	50,000
Philanthropic Collaborative, The	General Operating Support	5,000
Philanthropy Roundtable	Gegeral operating support	20,000
Preston Ranch Ministries	Project Support	10,000
Princeton University	General Operating Support	5,000
Prison Fellowship Ministries	General Operating Support	50,000
Project 1.27	General Operating Support	5,000
Project C U R E	General Operating Support	200,000



**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Project PAVE	General Operating Support	25,000
Providence Network	Capital Campaign	700,000
Public Education & Business Coalition	General Operating Support	10,000
Rachel's Challenge	General Operating Support	250,000
Random Acts of Kindness Foundation	General Operating Support	36,000
Religious Alliance Against Pornography (RAAP)	General Operating Support	15,000
Restoration Outreach Programs	General Operating Support	20,000
Rochester Network for Re-Entry	General Operating Support	5,000
Rocky Mountain Cancer Centers Foundation	General Operating Support	5,000
Rocky Mountain Children's Choir	General Operating Support	15,000
Rocky Mountain Children's Law Center	General Operating Support	5,000
Rocky Mountain Lions Eye Institute	Project Support	200,000
Rocky Mountain MS Center	General operating suport	10,000
Russell's Original Art Review	Project Support	1,000
SafeHouse Denver, Inc	General Operating Support	30,000
Saint John's Cathedral	Project Support	55,000
Salida Regional Library	General Operating Support	2,000
Salvation Army - Vail Valley	General Operating Support	25,000
Salvation Army-Intermountain Division	General Operating Support	150,000
Samaritan House	General Operating Support	12,000
Seniors Inc	General Operating Support	10,000
Sense of Security	General Operating Support	10,000
Serra Club of Denver	Project Support	5,000
Sewall Child Development Center, Inc	Capital Campaign	550,000
Shalom Foundation, The	General Operating Support	15,000
SOS Outreach	General Operating Support	30,000
Sound Body Sound Mind Foundation	Project Support	168,000
Southern Virginia University	General Operating Support	25,000
St. Elizabeth's School	General Operating Support	100,000
St Francis Center	General Operating Support	125,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Staples Center Foundation	General Operating Support	40,000
Starlight Children's Foundation Colorado	Project Support	60,000
StudentNewsDaily.com	General Operating Support	10,000
Summit for Life-Chris Klug Foundation	General Operating Support	5,000
Summit Foundation, The	General Operating Support	150,000
Summit Public Radio and TV Inc	Capital Campaign	15,000
Susan G. Komen for the Cure Aspen	General Operating Support	25,000
Swallow Hill Music Association	General Operating Support	10,000
Tax Foundation	General Operating Support	10,000
Teach For America - Denver	General Operating Support	500,000
Teammates for Kids Foundation	Capital Campaign Support	100,000
TeamMates Mentoring Program	General Operating Support	10,000
Tennyson Center for Children at Colorado Christian Home	General Operating Support	45,000
The Buxton Initiative	General Operating Support	10,000
The Sydney Hudson Foundation	General Operating Support	5,000
Tim and Libby Brown Foundation	General Operating Support	190,000
Town Hall Arts Center	General Operating Support	10,000
Trinity Forum	General Operating Support	10,000
Trinity United Methodist Church	Project Support	250,000
UCLA Foundation	Project Support	25,000
University of Colorado Foundation	Project Support	2,500
University of Colorado Hospital Authority	Project Support	15,923
University of Colorado Hospital Foundation	General Operating Support	1,176,121
University of Denver-Colorado Seminary	Project Support	500,000
University of Denver-GSSW-Bridge Project	General Operating Support	75,000
Urban Peak	General Operating Support	5,000
Utah Festival Opera Company	General Operating Support	5,000
Vail Valley Foundation	General Operating Support	25,000
VH1 Save the Music Foundation	General Operating Support	15,000
Vision360	General Operating Support	100,000

**Grant Awarded**  
**December 1, 2008 Through November 30, 2009**

<b>Organization Name</b>	<b>Description</b>	<b>Grant Amount</b>
Volunteers of America	Program Support	700,000
Washington Legal Foundation	General Operating Support	100,000
WAY-FM Media Group, Inc.	General Operating Support	5,000
Wet Mountain Valley Community Foundation, Inc	General Operating Support	30,000
Wildlife Experience, The	General Operating Support	25,000
Wings Over the Rockies Air & Space Museum	General Operating Support	10,000
Women's Foundation of Colorado, The	General Operating Support	5,000
Yale University	General Operating Support	25,000
Yellow Ribbon Suicide Prevention Program	General Operating Support	15,000
YMCA of the Rockies	Capital Support	10,000
Young Americans Center for Financial Education	General Operating Support	20,000
Young Life	Project Support	387,100
Young Philanthropists Foundation	General Operating Support	5,000
Grand Total		<u><u>\$36,524,460</u></u>

THE ANSHUTZ FOUNDATION  
74-2316617  
Schedule of Grants Accrued

Grants Payable @ 11/30/09

American Red Cross Mile High Chapter	\$	3,000,000
Colorado Haiti Project		50,000
Kids Tek		40,000
Leadership Network		1,089,000
Parents Television Council		50,000
Rocky Mountain Lions Eye Institute		800,000
Samaritan House		32,000
	\$	<u>5,061,000</u>

Grants Accrued in CY

Grants Payable @ 11/30/09	\$	5,061,000
Less Grants Accrued in 2008		(2,274,000)
	\$	<u>2,787,000</u>